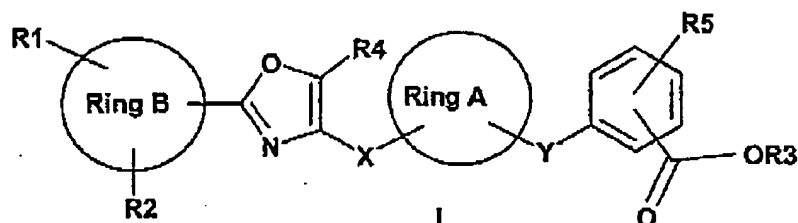


1. (original) A compound of the formula I



wherein

Ring A is (C₃-C₈)-cycloalkanediyl or (C₃-C₈)-cycloalkenediyl, wherein one or more carbon atoms in said (C₃-C₈)-cycloalkanediyl and (C₃-C₈)-cycloalkenediyl groups is optionally replaced by oxygen atoms;

Ring B is a) phenyl; or

b) (C₃-C₈)-cycloalkyl, an 8-, 9-, 10, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:
SCF₃, OCF₂-CHF₂, O-phenyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, OCF₂-CF₃, SCF₃, OCF₂-CHF₂, O-phenyl, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;

c) in the case ring B is selected from a) above and R4 is phenyl:
(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

R2 is H or CF₃;

R4 is a) in the case where ring B is selected from a) above:
phenyl;

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b) in the case where ring B is selected from b) above:

H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

c) in the case ring B is selected from a) above and R1 is selected from a) above:

(C₁-C₆)-alkyl;

R5 is H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

R3 is H or (C₁-C₆)-alkyl;

X is (C₁-C₆)-alkanediyl, wherein one or more carbon atoms in said (C₁-C₆)-alkanediyl group are optionally replaced by oxygen atoms;

Y is (C₁-C₆)-alkanediyl, wherein one or more carbon atoms in said (C₁-C₆)-alkanediyl group are optionally replaced by oxygen atoms;

and pharmaceutically acceptable salts thereof.

2. (currently amended) The compound of Claim I wherein:

Ring A is (C₃-C₈)-cycloalkanediyl or (C₃-C₈)-cycloalkenediyl, wherein one or more carbon atoms in said (C₃-C₈)-cycloalkanediyl and (C₃-C₈)-cycloalkenediyl groups are optionally replaced by oxygen atoms;

Ring B is a) phenyl; or

b) (C₃-C₈)-cycloalkyl, an 8-, 9-, 10, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:
SCF₃, OCF₂-CHF₂, O-phenyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;

b) in the case where ring B is selected from b) above:

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M0

H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, OCF₂-CF₃, SCF₃, OCF₂-CHF₂, O-phenyl, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;

c) in the case where ring B is selected from a) above and R₄ is phenyl:
(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

R₂ is H or CF₃;

R₄ is a) in the case where ring B is selected from a) above:
phenyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

c) in the case where ring B is selected from a) above and R₁ is selected from a) above:
(C₁-C₆)-alkyl;

R₅ is H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

R₃ is H or (C₁-C₆)-alkyl;

X is CH₂-O;

Y is (C₁-C₆)-alkanediyl, wherein one or more carbon atoms in said (C₁-C₆)-alkanediyl group are optionally replaced by oxygen atoms.

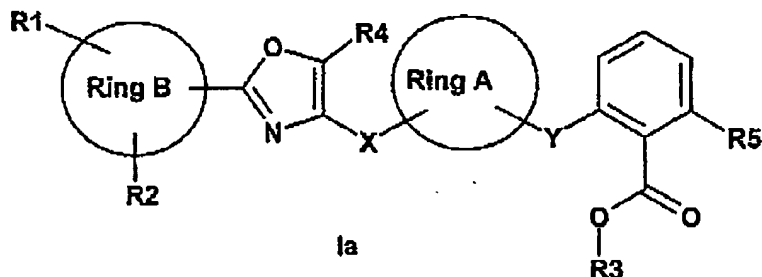
3. (original) The compound of Claim 2 wherein:

Ring A is (C₃-C₈)-cycloalkanediyl wherein one carbon atom therein is optionally replaced by an oxygen atom;

Ring B is a) phenyl; or
b) (C₃-C₈)-cycloalkyl, an 8-, 9-, 10-, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally

containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

- R1 is
- a) in the case where ring B is selected from a) above:
SCF₃, OCF₂-CHF₂, O-phenyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;
 - b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, OCF₂-CF₃, SCF₃, OCF₂-CHF₂, O-phenyl, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;
 - c) in the case where ring B is selected from a) above and R4 is phenyl:
(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;
- R2 is H or CF₃;
- R4 is
- a) in the case where ring B is selected from a) above:
phenyl;
 - b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;
 - c) in the case where ring B is selected from a) above and R1 is selected from a) above:
(C₁-C₆)-alkyl;
- R5 is H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;
- R3 is H or (C₁-C₆)-alkyl;
- X is CH₂-O;
- Y is CH₂-O.
4. (original) The compound of Claim 1 which has the formula Ia



wherein ring A, ring B, R1, R2, R3, R4, R5, X and Y are as defined in Claim 1.

5. (original) The compound of Claim 4 wherein:

R3 is H; and

R5 is methyl.

6. (original) The compound of Claim 5 wherein:

Ring A is (C₅-C₇)-cycloalkanediyl;

Ring B is a) phenyl; or

b) (C₃-C₈)-cycloalkyl, an 8-, 9-, 10-, 11-, 12-, 13- or 14-membered aromatic ring, or a 5-, 6-, 7-, 8-, 9-, 10-, 11- or 12-membered heteroaromatic ring optionally containing one, two, three or four heteroatoms selected from the group consisting of N, O and S;

R1 is a) in the case where ring B is selected from a) above:
SCF₃, OCF₂-CHF₂, O-phenyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, OCF₂-CF₃, SCF₃, OCF₂-CHF₂, O-phenyl, (C₁-C₆)-alkyl, O-(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl-O-(C₁-C₃)-alkyl;

c) in the case where ring B is selected from a) above and R4 is phenyl:
(C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

R2 is H or CF₃;

R4 is a) in the case where ring B is selected from a) above:
phenyl;

b) in the case where ring B is selected from b) above:
H, F, Cl, Br, OH, NO₂, CF₃, OCF₃, (C₁-C₆)-alkyl or O-(C₁-C₆)-alkyl;

c) in the case where ring B is selected from a) above and R1 selected from a) above:
(C₁-C₆)-alkyl;

R5 is methyl;

R3 is H;

X is CH₂-O;

Y is CH₂-O.

7. (original) The compound of Claim 6 wherein the central cycloalkanediyl ring is attached 1,3-cis.

8. (original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and one or more compounds of Claim 1.

9. (original) The pharmaceutical composition of Claim 6 further comprising at least one additional active ingredient.

10. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient has favorable effects on metabolic disturbances or disorders.

11. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient is an antidiabetic.

12. (original) The pharmaceutical composition of Claim 9 wherein said additional active ingredient is a lipid modulator.
13. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
14. (withdrawn and amended) A method of treating disorders of insulin resist[e]ance comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
15. (withdrawn and amended) A method of treating diabetes mellitus including the prevention of the sequelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
16. (withdrawn and amended) A method of treating dyslipidemia and sequelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
17. (withdrawn) A method of treating metabolic syndrome and conditions associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.
18. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.
19. (withdrawn) A method of treating disorders of insulin resistance comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.